

EXHIBIT A
ORRICK, HERRINGTON & SUTCLIFFE LLP
INVOICES FOR THE TIME PERIOD
DECEMBER 1-31, 2013



Roger Frankel, Successor Future Claimants'
Representative for W.R. Grace
c/o Orrick, Herrington & Sutcliffe LLP
1152 15th Street, NW
Washington, DC 20005

January 15, 2014
Client No. 17367
Invoice No. 1456850

Orrick Contact: Roger Frankel

FOR SERVICES RENDERED through December 31, 2013 in connection
with the matters described on the attached pages:

\$ 121,284.50

DISBURSEMENTS as per attached pages:

2,052.61

TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):

\$ 123,337.11

Matter(s): 17367/10, 11, 13, 7, 8, 9

DUE UPON RECEIPT

The following is for information only:
Previous Balance not included in this invoice:
\$246,513.54
If this amount has already been paid, please disregard.

In order to ensure proper credit to your account,
please reference your **INVOICE** and **CLIENT** numbers on your remittance.
For inquiries, call: (304) 231-2701. Fax (304) 231-2501.

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

REMITTANCE ADDRESS:

*Orrick, Herrington & Sutcliffe LLP
Lockbox #774619
4619 Solutions Center
Chicago, IL 60677-4006
Reference: 17367/ Invoice: 1456850*

ELECTRONIC FUNDS TRANSFERS:

ACH & Wire Transfers:
ABA Number 121000248
SWIFT CODE: WFBUS6S
Account Number: 4123701088
Wells Fargo
420 Montgomery Street
San Francisco, CA 94104
Account of
Orrick, Herrington & Sutcliffe LLP
Reference: 17367/ Invoice: 1456850
E.I.N. 94-2952627

OVERNIGHT DELIVERY:

*Orrick, Herrington & Sutcliffe LLP
c/o Wells Fargo
Attn: Lockbox #774619
350 East Devon Avenue
Itasca, IL 60143
(213) 614-3248
Reference: 17367/ Invoice: 1456850*



Roger Frankel, Successor Future Claimants'
 Representative for W.R. Grace
 c/o Orrick, Herrington & Sutcliffe LLP
 1152 15th Street, NW
 Washington, DC 20005

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 Invoice No. 1456850

Orrick Contact: Roger Frankel

For Legal Services Rendered Through December 31, 2013 in Connection With:

Matter: 7 - Insurance Matters

12/02/13	P. Mahaley	Review and analyze draft of Exhibit 5 to Exhibit Book to Plan (1.0); review and analyze draft schedule of insurance settlement agreements to Transfer Agreement (.6).	1.60
12/06/13	P. Mahaley	Draft addendum to Harper settlement agreement regarding extension of automatic termination date (.8); discuss with R. Wyron (.3).	1.10
12/06/13	R. Wyron	Review Harper issue and identify follow-up items.	0.40
12/09/13	P. Mahaley	Revise addendum to Harper settlement agreement and communicate with Committee and Grace regarding same.	0.70
12/09/13	R. Wyron	Review Harper Addendum and e-mails regarding same.	0.80
12/11/13	P. Mahaley	Analyze implications of Exhibit 19 to the Plan (.5); revise Royal escrow agreement (.8).	1.30
12/12/13	P. Mahaley	Analyze proposed revisions to addendum to Harper settlement agreement.	0.40
12/13/13	P. Mahaley	Revise draft Royal escrow agreement (.7); communicate with counsel for Committee and Grace and with counsel for escrow agent regarding proposed revisions to escrow agreement (1.0).	1.70
12/13/13	R. Wyron	Review e-mails regarding Royal escrow and follow-up (.4); conference with P. Mahaley regarding issues (.3).	0.70
12/16/13	P. Mahaley	Revise draft escrow agreement for Royal settlement and communicate with ACC and Grace counsel regarding same (1.3); review and revise motion for approval of addendum to Harper settlement agreement (.2).	1.50
12/18/13	P. Mahaley	Revise draft Royal escrow agreement and communicate with U.S. Bank and its counsel regarding same.	0.50
12/30/13	P. Mahaley	Follow up on status of Royal escrow agreement.	0.70
Total Hours		11.40	
Total For Services			\$7,980.00



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<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Peri N. Mahaley	9.50	665.00	6,317.50
Richard H. Wyron	1.90	875.00	1,662.50
Total All Timekeepers	11.40	\$700.00	\$7,980.00

Total For This Matter

\$7,980.00



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For Legal Services Rendered Through December 31, 2013 in Connection With:

Matter: 8 - Litigation

12/01/13	D. Felder	E-mail correspondence to R. Frankel, R. Wyron and M. Wallace regarding effective date documents.	0.60
12/02/13	D. Fullem	Review effective date documents (2.8); discuss with R. Wyron re same (.2).	3.00
12/02/13	D. Felder	Conference with M. Hurford regarding update (.5); e-mail correspondence with R. Wyron regarding effective date documents (.2); conference with R. Wyron regarding same (.3); telephone conference with P. Mahaley regarding same (.2); follow-up review regarding same (1.5).	2.70
12/02/13	R. Wyron	Begin review of documents (1.2); conference with R. Frankel regarding issues and follow-up (.4); telephone conference with P. Lockwood regarding issues and e-mails regarding same (.9); review stipulation for 12/3 call (.3); follow-up on Dow transactions (.2).	3.00
12/03/13	D. Felder	Conference with R. Wyron regarding update (.2); continue review of effective date documents (3.5); telephone conference with R. Wyron regarding payment percentage issues (.1); follow-up e-mail correspondence with R. Wyron and J. Kimble regarding same (.4); conference with R. Frankel and R. Wyron regarding same (.2).	4.40
12/03/13	D. Felder	Continue review of effective date documents and note issues regarding same.	2.60
12/03/13	R. Wyron	Work on issues list from new documents (.6); status call with Grace, ACC and K&E and follow-up regarding effective date issues(1.3); telephone conference with J. Radecki regarding analyst call (.2); continue document review (1.8); review Towers Watson assumptions and follow-up (.7).	4.60
12/04/13	D. Fullem	Review and respond to D. Felder regarding objection period regarding Lincoln employment in Bondex case.	0.20
12/04/13	R. Wyron	Review plan documents and organize comments.	2.30
12/05/13	D. Felder	Prepare for meeting regarding effective date documents and review notes and comments (1.9); conference with R. Frankel and R. Wyron regarding same (2.0).	3.90



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12/05/13	R. Wyron	Continue review of Plan documents (2.2); meet with R. Frankel and D. Felder regarding Plan documents and follow-up (1.4); organize notes (.3); telephone conference with P. Lockwood and follow-up (.8); calls regarding Grace analysts call (.3).	5.00
12/06/13	R. Wyron	Continue review of Plan documents (1.4); e-mails regarding status and follow-up (.2); conference with P. Lockwood regarding Medicare reporting issue and follow-up (.6).	2.20
12/09/13	D. Felder	E-mail correspondence to/from R. Wyron regarding effective date issues (.2); review effective date closing checklist and issues regarding same (1.0); e-mail correspondence with D. Fullem regarding status (.1).	1.30
12/09/13	R. Wyron	Continue review of Effective Date planning issues and status (1.2); review additional documents (1.4).	2.60
12/10/13	M. Wallace	Discuss Grace closing documents and trust agreement issues with R. Wyron.	0.30
12/10/13	R. Wyron	Continue work on plan documents (2.9); update effective date issues list (.9).	3.80
12/11/13	D. Felder	Conference with R. Wyron regarding effective date documents (.2); review same and prepare notes for call with P. Lockwood (2.5); telephone conference with P. Lockwood and R. Wyron regarding same (2.3); review revisions to Cooperation Agreement from A. Paul (.5).	5.50
12/11/13	M. Wallace	Review and respond to correspondence regarding document comments.	0.10
12/11/13	R. Wyron	Review new draft of cooperation agreement and e-mails regarding same (1.2); organize notes for call with ACC (.8); call with P. Lockwood and follow-up regarding Plan documents (2.7); respond to e-mails regarding issues and status (.3).	5.00
12/12/13	D. Felder	Conference with M. Wallace regarding effective date documents and follow-up regarding same (.3); review Cooperation Agreement from Kirkland and consider issues (1.5); e-mail to R. Wyron regarding same (.1).	1.90
12/12/13	M. Wallace	Discuss document inquiries with D. Felder.	0.20
12/12/13	R. Wyron	Conference with trustees regarding open issues (.8); work on Plan documents and notes regarding same (1.6); call with P. Lockwood and follow-up (1.1).	3.50



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12/13/13	D. Felder	Review revised Lender stipulation (1.0); consider issues with R. Wyron and R. Frankel regarding same and follow-up (.5); review and consider issues regarding Cooperation Agreement from A. Paul (1.5); review draft report from Towers Watson regarding payment percentage and notes regarding same (2.0).	5.00
12/13/13	R. Wyron	Review cooperation agreement issues (.7); conference with D. Felder regarding cooperation agreement and follow-up (.4); organize notes for document review with Grace and ACC (.6); begin review of notes for call with Towers Watson (.9).	2.60
12/15/13	R. Wyron	Review Towers Watson report and notes regarding same.	1.40
12/16/13	D. Fullem	Confer with CourtCall regarding dial-ins for R. Frankel, R. Wyron and D. Felder for the December 18 hearing.	0.50
12/16/13	D. Felder	Review and revise Cooperation Agreement and note issues regarding same (1.0); review effective date documents (1.5); prepare issues list for Kirkland meeting regarding effective date documents (1.7); review draft report from Towers Watson and prepare for conference call regarding same (1.0); telephone conference with Towers Watson, R. Frankel and R. Wyron regarding payment percentage issues (1.5); follow-up review regarding same (.2).	6.90
12/16/13	R. Wyron	Review comments to Plan documents (.8); telephone conference with Grace and ACC counsel (.4); telephone conference with Towers Watson and follow-up (1.1); prepare notes for 12/19 meeting (.3); review Towers Watson report (.9).	3.50
12/17/13	D. Felder	Review revisions to cooperation agreement (.5); review next steps regarding effective date (1.0); review draft closing checklist (1.3); note issues regarding same (.5).	3.30
12/17/13	R. Wyron	Work on plan documents for 12/19 meeting.	1.30
12/18/13	D. Felder	E-mail correspondence with M. Jones regarding effective date issues (.5); follow-up with R. Frankel and R. Wyron regarding same (.7); review issues regarding FCR on effective date (.5); review documents regarding effective date (1.5); prepare for meeting with R. Frankel and R. Wyron regarding same (.7); conference with R. Frankel and R. Wyron regarding preparation for Kirkland meeting regarding effective date (.6); follow-up regarding same (.9); review closing checklist from Kirkland (1.0).	6.40



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12/18/13	R. Wyron	Review Plan document changes to prepare for 12/19 meeting (1.3); meet with R. Frankel and D. Felder regarding issues (.9); organize notes for 12/19 meeting (.4); review insurance issues for cash flow (.5).	3.10
12/19/13	D. Felder	Review effective date checklist (.5); meeting with R. Finke, A. Paul, M. Jones, J. Gettleman, R. Frankel, R. Wyron and P. Lockwood at Kirkland regarding effective date issues (5.5); follow-up conference with M. Jones regarding same (.5).	6.50
12/19/13	M. Wallace	Review deferred payment agreement and respond to inquiry regarding delivery of financial certificates/worksheets.	0.60
12/19/13	R. Wyron	Review Plan documents (1.1); meet with Grace and ACC counsel regarding Plan documents (4.6); organize notes regarding open items (.4); telephone conference with J. Kimble and e-mails regarding same (.6).	6.70
12/20/13	R. Wyron	Review and organize notes on open issues with Plan documents (1.2); review cash flow scenarios and follow-up (1.3).	2.50
12/21/13	D. Felder	E-mail correspondence with M. Jones regarding edits to effective date documents (.1); follow-up regarding same (.4).	0.50
12/21/13	R. Wyron	Telephone conference with J. Donley regarding lenders and follow-up.	0.80
12/22/13	R. Wyron	Review pleadings regarding lenders (.7); telephone conference with Grace and ACC counsel and notes regarding same (.8); review revised pleadings (.3).	1.80
12/23/13	D. Felder	Review settlement term sheet and motion regarding Bank Lender appeal (1.0); review e-mail correspondence from R. Wyron and J. Donley regarding same (.2); review additional scenarios from J. Kimble regarding payment percentage (1.2).	2.40
12/23/13	R. Wyron	Review lender settlement pleadings and e-mails regarding same (.9); organize notes for effective date checklist (.6); review Towers Watson report and notes regarding same (.9).	2.40
12/26/13	R. Wyron	Review plan document issues and notes (.8); telephone conference with Trust counsel and e-mails regarding same (1.1).	1.90
12/27/13	D. Felder	E-mail correspondence with M. Jones regarding PD ZAI trustee (.2); follow-up regarding same (.2); review third circuit filing (.3).	0.70
12/30/13	D. Felder	Review trust effective date issues (1.1); begin review of revised effective date documents (2.6); e-mail correspondence with M. Jones regarding same (.2).	3.90



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12/30/13	R. Wyron	Review status with J. Radecki and follow-up (.3); review and respond to e-mails regarding Plan documents (.6).	0.90
12/31/13	D. Felder	Review issues regarding updated effective date documents (2.5); conference with R. Wyron regarding same (.2); e-mail correspondence with R. Frankel and R. Wyron regarding same (.1).	2.80
12/31/13	R. Wyron	Review Plan documents (1.1); conference with D. Felder (.3); respond to e-mails regarding waivers (.4).	1.80
		Total Hours	128.90
		Total For Services	\$96,594.50

Timekeeper Summary	Hours	Rate	Amount
Debra Felder	61.30	650.00	39,845.00
Debra O. Fullen	3.70	270.00	999.00
Mary A. Wallace	1.20	740.00	888.00
Richard H. Wyron	62.70	875.00	54,862.50
Total All Timekeepers	128.90	\$749.38	\$96,594.50

Disbursements

Document Reproduction	10.00
Express Delivery	81.97
Outside Reproduction Services	13.20
Total Disbursements	\$105.17

Total For This Matter **\$96,699.67**



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For Legal Services Rendered Through December 31, 2013 in Connection With:

Matter: 10 - Retention of Professionals - Other

12/03/13	D. Fullem	Review and respond to e-mail from D. Felder; prepare draft CNO and COS for FCR's employment of Lincoln.	0.50
12/03/13	D. Felder	Review CNO for application to employ Towers Watson and e-mail correspondence with D. Fullem regarding same.	0.20
12/05/13	D. Fullem	Revise and finalize CNO for FCR's application to employ Towers; confer with D. Felder; coordinate filing/serving of same.	0.50
12/06/13	D. Fullem	Review Grace docket for order on Towers' employment; update D. Felder.	0.20
12/17/13	D. Fullem	Review Order approving Towers' employment and D. Felder's e-mail to J. Kimble regarding same.	0.20
Total Hours			1.60
Total For Services			\$508.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra Felder	0.20	650.00	130.00
Debra O. Fullem	1.40	270.00	378.00
Total All Timekeepers	1.60	\$317.50	\$508.00

Total For This Matter **\$508.00**



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For Legal Services Rendered Through December 31, 2013 in Connection With:

Matter: 11 - Compensation of Professionals - Other

12/03/13	D. Fullem	Draft quarterly fee application for Frankel/FCR for July-September 2013.	1.00
12/03/13	D. Fullem	Review, revise draft quarterly fee application for Lincoln for July-September 2013.	0.80
12/04/13	D. Fullem	Review FCR's November prebill.	0.50
12/04/13	D. Fullem	Review, revise, finalize Lincoln's August and September monthly fee applications and the quarterly for period July-September 2013; update D. Felder regarding same.	1.50
12/04/13	D. Fullem	Follow-up with A. Karmali at Lincoln regarding status of fee applications.	0.20
12/04/13	D. Fullem	Review and respond to e-mail from D. Felder regarding Lincoln's monthly and quarterly fee applications.	0.20
12/04/13	D. Fullem	Update D. Felder regarding status of fee application filings.	0.20
12/05/13	D. Fullem	Finalize, file and serve Frankel/FCR and Lincoln quarterly fee applications for the time period July-September 2013.	1.00
12/05/13	D. Fullem	Finalize, file and serve Lincoln's monthly fee applications for August and September.	1.00
12/05/13	D. Felder	Review Lincoln fee applications for August, September and quarterly period (.8); conference with D. Fullem regarding same (.2).	1.00
12/05/13	D. Felder	Review FCR's November prebill.	0.50
12/06/13	D. Fullem	E-mail to A. Karmali at Lincoln regarding final versions of Lincoln's September monthly and July-September quarterly fee applications.	0.30
12/09/13	D. Fullem	Update calendar/schedule of fee applications filed to date.	0.30
12/10/13	D. Fullem	Prepare updates to fee/expense charts for Frankel/FCR; e-mail to R. Wyron for review.	0.70
12/11/13	D. Fullem	Prepare revisions to Lincoln's October fee application (.3); finalize (.2); coordinate filing and serving of same (.3); review and respond to e-mail from A. Karmali at Lincoln regarding final version (.2).	1.00
12/11/13	D. Fullem	Update chart of professionals' fee applications.	0.30
12/11/13	D. Felder	Review Lincoln's October fee application (.3); e-mail correspondence with D. Fullem regarding same (.1).	0.40



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12/13/13	D. Fullem	Review and respond to R. Wyron e-mail regarding recent payment on FCR account; prepare update fee/expense spreadsheets and circulate to group.	0.30
12/16/13	D. Fullem	Prepare draft of CNO for Frankel's October fee application.	0.20
12/17/13	D. Fullem	Review proposed final fee application and charts in support of same.	1.00
12/17/13	D. Fullem	Update schedule of fee applications.	0.20
12/17/13	D. Felder	Review CNO for FCR's October fee application (.1); revise final fee application for D. Austern (1.4).	1.50
12/18/13	D. Fullem	Begin preparing summary charts in support of D. Austern's final fee application.	1.20
12/19/13	D. Fullem	Continue preparing charts in support of D. Austern's final fee application.	2.00
12/19/13	D. Fullem	Prepare FCR's November monthly fee application.	1.00
12/20/13	D. Fullem	Confer with D. Felder regarding final fee application for D. Austern (.3); prepare updates to Austern's final fee application and charts in support of same (1.7).	2.00
12/20/13	D. Felder	Review FCR's November fee application.	0.50
12/23/13	D. Felder	Revise D. Austern final fee applications (.5); review and revise schedules from D. Fullem regarding same (.7).	1.20
12/26/13	D. Fullem	Finalize, file and serve R. Frankel's November monthly fee application.	0.50
12/27/13	D. Fullem	Review and respond to e-mails from D. Felder regarding Austern final fee app and Lincoln's CNOs for August and September 2013.	0.50
12/27/13	D. Felder	Revise exhibits to D. Austern's final fee application (3.0); e-mail correspondence with D. Fullem regarding same (.3).	3.30
12/27/13	D. Felder	E-mail correspondence with D. Fullem regarding CNOs for Lincoln's fee applications.	0.10
12/30/13	D. Fullem	Review e-mails from J. Solganick regarding UST questions on fee applications; review D. Felder's reply regarding same.	0.20
12/30/13	D. Fullem	Prepare CNOs for August and September 2013 monthly fee applications.	0.50
12/30/13	D. Fullem	Review and respond to e-mail from D. Felder regarding D. Austern final fee application and follow-up.	0.50
12/31/13	L. Lukasik	Review D. Austern's monthly and quarterly fee applications from 2004 to 2012 for final fee application.	6.10
12/31/13	D. Fullem	Review e-mail from D. Felder; finalize, file and serve CNOs for Lincoln's August and September monthly fee applications.	0.50



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12/31/13	D. Fullem	Review and respond to several e-mails from GOC regarding fee apps and orders for D. Austern's final fee application.	0.50
12/31/13	D. Felder	Review CNOs for Lincoln's August and September fee applications (.2); e-mail correspondence with D. Fullem regarding same (.1).	0.30

Total Hours	35.00	
Total For Services		\$11,696.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra Felder	8.80	650.00	5,720.00
Debra O. Fullem	20.10	270.00	5,427.00
Laura T. Lukasik	6.10	90.00	549.00
Total All Timekeepers	35.00	\$334.17	\$11,696.00

Disbursements

Document Reproduction	847.60	
Express Delivery	54.46	
Postage	316.24	
Total Disbursements		\$1,218.30

Total For This Matter	\$12,914.30
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Matter: 13 - Compensation of Professionals - Orrick

12/03/13	D. Fullem	Draft quarterly fee application for Orrick for July-September 2013.	1.00
12/03/13	R. Wyron	Review Orrick's Quarterly fee application and comments regarding same.	0.30
12/04/13	D. Fullem	Review Orrick's November prebill.	1.00
12/05/13	D. Fullem	Finalize, file, and serve Orrick quarterly fee applications for the time period July-September 2013.	0.80
12/05/13	D. Felder	Review Orrick's November prebill.	0.50
12/06/13	D. Fullem	Review and respond to D. Felder and R. Wyron regarding status of November prebill.	0.20
12/06/13	D. Felder	Finish review of Orrick's November prebill (.6); conference with D. Fullem regarding same (.2).	0.80
12/06/13	R. Wyron	Review November prebill and e-mails regarding same.	0.50
12/09/13	D. Fullem	Update schedule of fee applications filed to date.	0.20
12/10/13	D. Fullem	Prepare updates to fee/expense charts for Orrick (.4); e-mail to R. Wyron (.2); review comments (.2); and update same (.2).	1.00
12/11/13	D. Fullem	Follow-up with P. Reyes regarding November prebill.	0.20
12/12/13	D. Felder	Review certificate of counsel regarding order approving quarterly fee applications (.2); e-mail correspondence to D. Fullem regarding same (.1).	0.30
12/16/13	D. Fullem	Prepare draft of CNO for Orrick's October monthly fee application.	0.20
12/17/13	D. Fullem	Update schedule of fee applications.	0.20
12/17/13	D. Felder	Review CNO for Orrick's October fee application.	0.10
12/19/13	D. Fullem	Prepare November monthly fee application.	1.00
12/20/13	D. Felder	Review Orrick's November fee application (.5); conference with D. Fullem regarding same (.1).	0.60
12/23/13	R. Wyron	Review November interim applications and e-mails regarding same.	0.40
12/26/13	D. Fullem	Finalize, file, serve Orrick's November monthly fee application.	0.50
12/27/13	D. Felder	E-mail correspondence with C. Hartman regarding fee application filings (.2); review of filings for Orrick regarding same (.2).	0.40



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Total Hours	10.20	
Total For Services		\$4,506.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra Felder	2.70	650.00	1,755.00
Debra O. Fullem	6.30	270.00	1,701.00
Richard H. Wyron	1.20	875.00	1,050.00
Total All Timekeepers	10.20	\$441.76	\$4,506.00

Disbursements

Document Reproduction	710.80	
Express Delivery	18.34	
Total Disbursements		\$729.14

Total For This Matter **\$5,235.14**

*** * * COMBINED TOTALS * * ***

Total Hours	187.10	
Total Fees, all Matters		\$121,284.50
Total Disbursements, all Matters		\$2,052.61
Total Amount Due		\$123,337.11